

EXHIBIT F

Ben Hinerfeld

"Jill Frizzley"

<JFrizzley@Shearman.com>

To: "Jill Frizzley" <JFrizzley@Shearman.com>

cc: bbeckworth@nixlawfirm.com, "Ira M Levee" <ilevee@lowenstein.com>, joseph e papelian@delphi.com, jsabella@gelaw.com, "Lynette Kelly" <LKelly@Shearman.com>, sgrant@gelaw.com

12/20/2005 10:37 AM

sgrant@gelaw.com

Subject: Re: Delphi: D&T Application and Dellinger Deposition

Please be advised that we will require the executed confidentiality agreement prior to the deposition. If you would like to discuss, please feel free to contact me as soon as possible.

Best regards,

Jill Frizzley
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022
T: 212.848.8174
F: 646.848.8174
jfrizzley@shearman.com

Jill Frizzley/NY/NA/ShS

12/20/2005 08:30 AM

To

jsabella@gelaw.com,
sgrant@gelaw.com, "Ira M Levee"
<ilevee@lowenstein.com>,
bbeckworth@nixlawfirm.com

cc

joseph.e.papelian@delphi.com,
Lynette Kelly/NY/NA/ShS@ShSDOMAIN

Subject

Delphi: D&T Application and
Dellinger Deposition

All -

Attached is a stipulation and agreed protective order in respect of discovery related to the D&T Application and your client's objection thereto. It is identical to the stipulation and order that was executed in connection with your client's objection to the KECP Motion, other than one additional sentence in paragraph 7: "For the avoidance of doubt, Confidential Information and Highly Confidential Information, or any

12/23/2005

information derived therefrom, shall not be used or disclosed in connection with In re Delphi Corp. Securities Litigation, Master File No. 1:05-CV-2637 (NRB) (SDNY) ."

Please execute and return your signature pages to me in advance of the Dellinger deposition scheduled for today at 1:00 pm.

Best regards,

Jill Frizzley
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022
T: 212.848.8174
F: 646.848.8174
jfrizzley@shearman.com

(See attached file:
NYDOCS03-#792016-v2-Delphi_-_Stipulation_and_Protective_Order.DOC)

This communication is not intended to be used, and cannot be used, by the recipient or any other person for the purpose of avoiding United States federal tax penalties that may be imposed on the recipient or such other person. In addition, if any United States federal tax advice contained in this communication is used or referred to in promoting, marketing or recommending any corporation, partnership or other entity, investment plan, concept, structure or arrangement (which should be assumed to be the case by a recipient or other person who is not our client with respect to the subject matter of the communication), then (i) such tax advice should be construed as written to support the promotion or marketing of the transactions or matters addressed by the advice and (ii) the recipient or other person should seek advice based on the recipient or other person's particular circumstances from an independent tax advisor. For further information, please go to http://www.shearman.com/disclaimer/tax_disclosure.html

This transmittal and/or attachments may be a confidential attorney-client communication or may otherwise be privileged or confidential. If you are not the intended recipient, you are hereby notified that you have received this transmittal in error; any review, dissemination, distribution or copying of this transmittal is strictly prohibited. If you have received this transmittal and/or attachments in error, please notify us immediately by reply or by telephone (call us collect at +1 212-848-8400) and immediately delete this message and all its attachments.

Shearman & Sterling LLP is a limited liability partnership organized in the United States under the laws of the State of Delaware, which laws limit the personal liability of partners.

12/23/2005

Circular 230 Disclaimer: To ensure compliance with requirements imposed by the IRS, we inform you that any U.S. federal tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or tax-related matter(s) addressed herein.

This message contains confidential information, intended only for the person(s) named above, which may also be privileged. Any use, distribution, copying or disclosure by any other person is strictly prohibited. In such case, you should delete this message and kindly notify the sender via reply e-mail. Please advise immediately if you or your employer does not consent to Internet e-mail for messages of this kind.

12/23/2005